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SURFACE TRANSPORTATION BOARD

HELM-PACIFIC LEASING

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4510

FAX 415/398 4815

June 29, 2010

Chief
Section of Administration Office of Proceedings
Surface Transportation Board
395 E Street S W
Washington, D C. 20423-0001

RE: Full Termination of Lease dated as of May 24, 2010 by Helm-Pacific Leasing ("Full Termination of Lease")

Dear Section Chief:

Attached for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) is a copy of the original Full Termination of Lease, a secondary document as defined in the Board's Rules for Recordation of Documents.

The attached document is a full release and relates to the documents previously filed with the Board under Recordation Number 23932.

The names and addresses of the parties to the attached document are:

Lessor: Helm-Pacific Leasing
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Lessee: Dakota, Minnesota & Eastern Railroad Corporation
337 22nd Avenue South
PO Box 178
Brookings, SD 57006

A description of the railroad equipment covered by the enclosed document is:

25 Insulated Boxcars: DME 5650-5674 (Inclusive)

A short summary of the document to appear in the index is:

Full Termination of Lease Agreement

The recordation filing fee of \$41.00 is on account.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Attachment

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FULL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS FULL TERMINATION OF LEASE ("Termination") is dated as of May 24, 2010 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

RECITALS:

WHEREAS, Lessor and Dakota, Minnesota & Eastern Railroad Corporation ("DM&E") were parties to that certain Full Maintenance Lease Agreement dated as of June 28, 2001 ("Lease"), whereby Lessor agreed to lease to DM&E and DM&E agreed to lease from Lessor the twenty-five (25) insulated boxcars bearing the reporting marks and number DME 5650-5674;

WHEREAS, the Lease was recorded with the Surface Transportation Board on April 5, 2002 at 1:52 PM and assigned Recordation No. 23932;

WHEREAS, Lessor desires to execute this Termination to evidence for the public record the termination of the Lease.

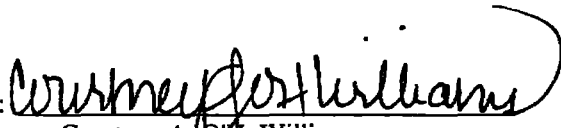
NOW THEREFORE, in consideration of the premises, Lessor does hereby acknowledge and confirm:

1. **Full Termination of Lease.** Lessor hereby declares for the public record that the Lease filed under STB Recordation No. 23932 is hereby formally terminated.

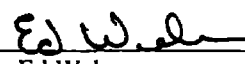
IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Full Termination of Lease to be signed in its corporate name as of the date first above written.

HELM-PACIFIC LEASING

By: Helm Pacific Corporation,
a General Partner

By: 
Name: Courtney A. Williams
Title: President and COO

By: Union Pacific Venture Leasing Incorporated,
a General Partner

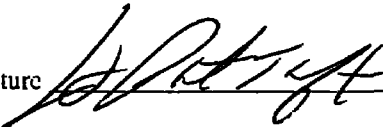
By: 
Name: Ed Weber
Title: President

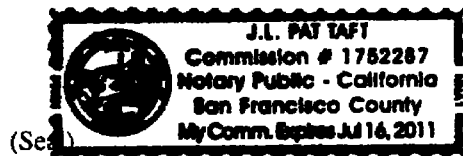
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On June 10th, 2010 before me, J. L. Pat Taft, Executive Assistant, personally appeared Courtney A.O.H. Williams, President and COO of Helm Pacific Corporation, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature 



STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On June 18, 2010 before me, Carla Miller personally appeared Ed Weber, President of Union Pacific Venture Leasing, Incorporated, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of Nebraska that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature  (Seal)

